

No. **0-084A068** **INTER LEASING GROUP**

Date **MAR 24 1980**

Fee \$ **10.00**

**ICC Washington, D. C.**

RECORDATION NO. **11417-FFF** Filed 1425

**MAR 24 1980 -3 10 PM**

February 26, 1980 **INTERSTATE COMMERCE COMMISSION**

**RECEIVED**  
**MAR 24 3 03 PM '80**  
**I.C.C.**  
**OPERATION BR.**

Secretary  
Interstate Commerce Commission  
Washington, D.C.

*Miss Lee -  
this one  
is 11417-FFF*

Re: Section 11303 Filing: Supplement dated as of  
February 26, 1980, ("Supplement") to the Bailment  
Agreement and Assignment of Leased dated as of  
November 2, 1979, ("Bailment Agreement"), by and  
between North American Car Corporation ("Bailee")  
and General Electric Credit and Leasing Corporation  
("Bailor"). Recorded under Recordation No. 11417.

Dear Mr. Secretary:

Enclosed for recording under Section 11303 of the Interstate  
Commerce Act are executed counterparts of the above described  
Supplements to the above described Bailment Agreement, between  
Bailee, 222 South Riverside Plaza, Chicago, Illinois 60606  
and Bailor, P.O. Box 8300, 260 Long Ridge Road, Stamford,  
Connecticut 06904. The Bailment Agreement was recorded  
with the Interstate Commerce Commission at 1:15 p.m. on  
January 23, 1980, under Recordation No. 11417.

Under the Bailment Agreement, Bailee agrees to hold, lease,  
maintain and perform certain administrative and other services  
with respect to the equipment described in Schedule A thereto  
(which equipment has been or is to be sold to Bailor) and  
assigns, transfers and sets over unto Bailor all of Bailee's  
right, title and interest, powers, privileges and other bene-  
fits in, but not its obligations under, the leases of such  
equipment described in Schedule B to the Bailment Agreement,  
together with all amounts which may be received or credited  
to the account of Bailee in respect of mileage compensation  
from railroads using the equipment leased under such leases  
or any other sums received by or payable to Bailee from parties  
other than the lessee with respect thereto, all in accordance  
with the Bailment Agreement.

The Supplement, by its terms, amends Annex A and B to the  
Bailment Agreement as set forth in the Supplement and the  
schedules thereto.

**NORTH AMERICAN CAR CORPORATION**

222 SOUTH RIVERSIDE PLAZA • CHICAGO, ILLINOIS 60606 U.S.A. • (312) 648-4000 • TELEX 255222

TIGER  
LEASING  
GROUP

Secretary  
Interstate Commerce Commission

Page Two

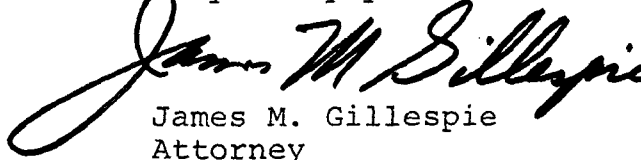
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Also enclosed is a check, payable to the Interstate Commerce Commission in the amount of \$10.00 as the recording fee for the Bailment Agreement *Supplement*,

Pursuant to the Commission's rules and regulations for the recording of certain documents, under Section 11303 of the Interstate Commerce Act, you are hereby requested to duly file two of each of the enclosed counterparts for record in your office and to return the remaining counterparts together with the Secretary's Certificate of Recording, to the messenger making this delivery.

If you have any questions, please contact me.

Very truly yours,

  
James M. Gillespie  
Attorney

JMG/dak  
enclosures

11417-FFF  
SUPPLEMENT, dated as of February 26, 1980 to the  
Assignment Agreement and ASSIGNMENT LEASES, dated as of  
November 2, 1979 (the "Assignment"), between GENERAL  
ELECTRIC CREDIT AND LEASING CORPORATION ("GECC") and NORTH AMERICAN CAR CORPORATION, a Delaware  
corporation ("NACC"):

11417FFI  
RECORDATION NO. \_\_\_\_\_ Filed 1425  
MAR 24 1980 - 3 10 PM

INTERSTATE COMMERCE COMMISSION

WHEREAS, NACC and GECC desire to add the units of  
railroad equipment referred to in Schedule A hereto (the  
"Equipment") to the Assignment;

WHEREAS, NACC and GECC desire to assign the leases  
referred to in Schedule B hereto (the "Leases") to the Assignment;

NOW THEREFORE, in consideration of the mutual cov-  
enants and promises contained herein and in the Assignment,  
GECC and NACC agree as follows:

Article I. Definitions, Interpretation

1.01. The definitions set forth or incorporated by  
reference in the Assignment are incorporated herein by reference  
to the same extent as if set forth herein, except as herein  
otherwise provided.

1.02. In the event of any discrepancy between the  
provisions of this Supplement and the provisions of the  
Assignment, the provisions of the Assignment shall control and  
the provisions hereof are expressly made subject thereto.

Article II. Supplement to Assignment

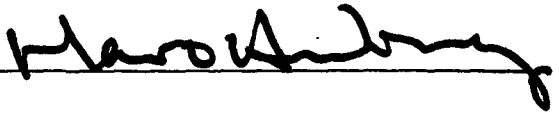
2.01. The Assignment is hereby supplemented to  
add the Leases and the Equipment thereto.

Article III. Representation and Warranties

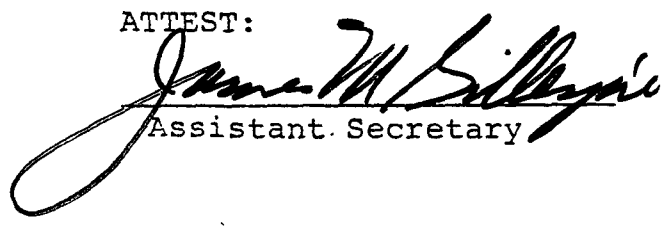
3.01 The representations, warranties and covenants  
of NACC in the Assignment are true and correct on and as of  
the date hereof as though made on and as of this date.

IN WITNESS WHEREOF, NACC and GECC have executed  
this Supplement as of this 26th day of February, 1980.

NORTH AMERICAN CAR CORPORATION

By 

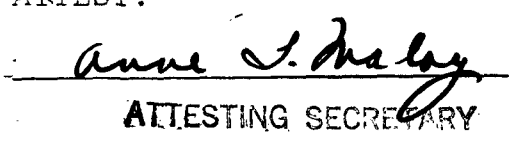
ATTEST:

  
Assistant Secretary

GENERAL ELECTRIC CREDIT AND  
LEASING CORPORATION

By 

ATTEST:

  
ATTESTING SECRETARY

HERMAN W. GERTE  
Manager - Special Projects

STATE OF ILLINOIS )  
COUNTY OF COOK ) SS.:

On this 26th day of February, 1980, before me personally appeared Harold Wong, to me personally known, who, being by me duly sworn, says that he is a Director-Railcar Administration Services of NORTH AMERICAN CAR CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Debra A. Kelly  
Notary Public

(Notarial Seal)

STATE OF Connecticut, )  
COUNTY OF Fairfield; ) SS.:

On this 20 day of March, 19 80, before me personally appeared Walter, to me personally known, who, being by me duly sworn, says that he is a Manager, Special Projects of GENERAL ELECTRIC CREDIT AND LEASING CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Joan A. Sayer  
Notary Public  
JOAN A. SAYER  
NOTARY PUBLIC  
MY COMMISSION EXPIRES MARCH 31, 1981

(Notarial Seal)

SCHEDULE A

<u>Description of Equipment (including AAR designation)</u>	<u>Quantity</u>	<u>Reporting Mark (Inclusive)</u>	<u>Serial Number (Inclusive)</u>
14,000 gallon non-coiled, insulated tank cars, DOT 111A100W3, 100-ton trucks	30	NATX 14650- 14679	14650- 14679
22,500 gallon exterior coiled, insulated tank cars, DOT 111A100W3, 100-ton trucks	30	NATX 77211- 77220; 77277- 77296	77211- 77220; 77277- 77296
20,000 gallon interior coiled, non-insulated tank cars, DOT 111A100W3, 100-ton trucks	18	NATX 73660- 73677	73660- 73677
16,500 gallon exterior coiled, insulated tank cars, DOT 111A100W3, 100-ton trucks	20	NATX 17390- 17409	17390- 17409
8,000 gallon interior coiled, non-insulated tank cars, DOT 111A100W1, 100-ton trucks	3	NATX 73682- 73684	73682- 73684

SCHEDULE B

<u>Dates and Numbers of Master Lease and Rider</u>	<u>Reporting Marks of Equipment Subject to Lease</u>	<u>Serial Numbers of Equipment Subject to Lease</u>	<u>Description of Equipment (in- cluding AAR desig</u>
Car Leasing Agreement 8391 (dated 10/24/73), Rider 2 (dated 5/21/79)	NATX 14650- 14679	14650- 14679	14,000 gallon non-coiled, insulated tank cars, DOT 111A100W3, 100-ton trucks
Car Leasing Agreement 1968-7 (dated 8/1/60), Rider 167 (dated 9/21/79)	NATX 77211- 77220; 77277- 77296	77211- 77220; 77277- 77296	23,500 gallon exterior coiled, insulated tank cars, DOT 111A100W3, 100-ton trucks
Car Leasing Agreement 2764 (dated 1/22/76), Rider 4 (dated 9/28/79)	NATX 73660- 73677	73660- 73677	20,000 gallon interior coiled, non-insulated tank cars, DOT 111A100W3, 100-ton trucks
Car Leasing Agreement 5264-01 (dated 10/15/79) Rider No. 1 (dated 11/10/79)	NATX 17390- 17409	17390- 17409	16,500 gallon exterior coiled, insulated tank cars, DOT 111A100W3, 100-ton trucks
Car Leasing Agreement 13-03 (dated 11/1/72), Rider No. 25 (dated 6/8/79)	NATX 73682- 73684	73682- 73684	20,000 gallon interior coiled, non-insulated tank cars, DOT 111A100W1, 100-ton trucks